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October 9, 2012

By E-mail to Chambers

Honorable Martin Glenn
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004

Re: In re Residential Capital, LLC, et al., Chapter 11 Case No. 12-12020 (MG)

Dear Judge Glenn:

We are counsel to Residential Capital, LLC and its debtor affiliates in the above captioned cases (the “**Debtors**”). In advance of tomorrow’s status conference regarding discovery issues relating to the Debtors’ Supplemental 9019 Motion (the “**9019 Motion**”) [Docket No. 1176], the Debtors respectfully submit for review and entry by the Court, the attached third revised scheduling order (the “**Revised Order**”) as well as a redline of the Revised Order against the Court’s prior scheduling order. Pursuant to the Revised Order the Debtors seek, *inter alia*, to adjourn the hearing dates on the 9019 Motion to January 14, 15 and 16, 2013.

As this Court is aware, the original scheduling order was jointly submitted by the institutional investors who are the counter-parties to the Settlement Agreement that is the subject of the 9019 Motion (the “**Institutional Investors**”), the RMBS Trustees¹ and the Official Committee of Unsecured Creditors (the “**Committee**”). Although they would have preferred that the hearing date remain as is, it is our understanding that the terms of the Revised Order are acceptable to the Institutional Investors. The RMBS Trustees have informed us of certain, limited issues with the Revised Order. We are continuing to discuss these issues with the

¹ The RMBS Trustees include The Bank of New York Mellon Trust Company, N.A., Deutsche Bank Trust Company Americas, Deutsche Bank National Trust Company, U.S. Bank National Association and Wells Fargo Bank, N.A., solely in their respective capacities as trustees or indenture trustees for certain mortgaged backed securities trusts

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RMBS Trustees and will update the Court as to the results of our further discussions at tomorrow's hearing.

With respect to the Committee, the Debtors have been informed that they have the following issues with the Revised Order:

Paragraph 2: The Committee seeks to shorten the time needed by the Debtors to complete new email searches using search terms requested by the Committee. The Debtors need until October 29 to complete the new searches requested by the Committee; the Committee seeks to shorten the period to October 24.

Paragraph 10. The enclosed order requires the Debtors to file their replies to all objections, and their experts' reply reports, on December 24. This is ten days after completion of the depositions of the objectors' several experts. The Committee seeks to shorten this deadline to December 21.

Paragraph 11. The enclosed order permits all experts to supplement their reports on January 7, 2013. The Committee seeks to preclude the Debtors' experts from supplementing their reports, while preserving that right for the objectors' experts.

Paragraph 12. The enclosed order incorporates the Court's prior statements that the hearing will last three days. The Committee seeks to change this limitation to allow additional hearing days.

The Debtors plan to address the issues raised by the UCC (and any other party), as well as any questions the Court may have in connection with the Revised Order, at tomorrow's omnibus hearing scheduled for 10:00 a.m.

Thank you for your consideration of this matter.

Respectfully submitted,

/s/ Anthony Princi
Anthony Princi

Encl.

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